

Vinson & Elkins

RECORDATION NO. 16839 - ^AFILED

OCT 13 2011 -3 06 PM

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SURFACE TRANSPORTATION BOARD **ORIGINAL**

October 13, 2011

via Hand Delivery

Ms Cynthia T Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D C 20423-0001

Re Notice of Termination of Security Interest (Recordation No. 16839)

Dear Ms. Brown

Enclosed for recordation pursuant to the provisions of 49 U.S.C. § 11301(a) are an original and eleven (11) copies of a Termination of Security Interest, dated as of October 11, 2011, a secondary document as defined in 49 C.F.R. § 1177.1(6).

The enclosed document relates to the Memorandum of Security Interest previously filed on April 23, 1990 under Recordation Number 16839.

The names and addresses of the parties to the enclosed document are

Borrower Sunoco, Inc. (R&M), as assignee of all right, title and interest in and to the Collateral identified in the enclosed document and pledged by Aristech Chemical Corporation as Borrower under the Security Agreement identified in the enclosed document

1818 Market Street
Philadelphia, Pennsylvania 19103
Attn: General Counsel
Tel: (215) 977-3000

Secured Party The Bank of Tokyo-Mitsubishi UFJ, Ltd., successor by merger to The Mitsubishi Bank, Limited

1251 Avenue of the Americas
New York, New York 10020

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A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

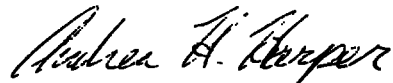
A short summary of the document to appear in the index is:

Termination of Security Interest

Also enclosed is a check for the recordation fee in the amount of \$41.00, payable to the Surface Transportation Board.

Please return the stamped receipt copies of the enclosed document. If you have any questions or concerns, please do not hesitate to contact me at 202-639-6554 or aharper@velaw.com

Sincerely,



Andrea H. Harper
Attorney for Sunoco, Inc.

Schedule A - Covered Railroad Equipment
Hopper Cars

Model C 214

ARSX 371001	ARSX 391027	ARSX 191200
ARSX 371002	ARSX 391028	ARSX 191201
ARSX 371003	ARSX 391029	ARSX 191202
ARSX 371004	ARSX 391030	ARSX 191203
ARSX 371005	ARSX 391031	ARSX 191204
ARSX 371006	ARSX 391032	ARSX 191205
ARSX 371007	ARSX 391033	ARSX 191206
ARSX 371008	ARSX 391034	ARSX 191207
ARSX 371009	ARSX 391035	ARSX 191208
ARSX 371010	ARSX 391036	ARSX 191209
ARSX 371011	ARSX 391037	
ARSX 371012	ARSX 391038	
ARSX 371013	ARSX 391039	
ARSX 371014	ARSX 391040	
ARSX 371015	ARSX 391041	
ARSX 371016	ARSX 391042	
ARSX 371017	ARSX 391043	
ARSX 371018	ARSX 391044	
ARSX 371019	ARSX 391045	
ARSX 371020	ARSX 391046	
ARSX 371021	ARSX 391047	
ARSX 371022	ARSX 391048	
ARSX 371023	ARSX 391049	
ARSX 371024	ARSX 391050	
ARSX 371025	ARSX 391051	
ARSX 371026	ARSX 391052	
	ARSX 391053	
	ARSX 391054	
	ARSX 391055	
	ARSX 391056	
	ARSX 391057	
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	ARSX 391064	
	ARSX 391065	

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TERMINATION OF SECURITY INTEREST**SURFACE TRANSPORTATION BOARD**

This Termination of Security Interest, dated October 11, 2011 is between Sunoco, Inc. (R&M), a Delaware corporation ("**Sunoco (R&M)**"), and The Bank of Tokyo-Mitsubishi UFJ, Ltd., successor by merger to The Mitsubishi Bank, Limited, a Japanese banking corporation (the "**Secured Party**").

WHEREAS, Aristech Chemical Corporation, a Delaware corporation (the "**Borrower**") and the Secured Party were parties to that certain Security Agreement, dated as of April 18, 1990 (as amended, modified and supplemented from time to time, the "**Security Agreement**").

WHEREAS, the Borrower and the Secured Party filed a Memorandum of Security Interest on April 23, 1990, which was duly recorded with the Surface Transportation Board under recordation number 16839, for the 75 covered hopper cars indicated on Schedule I-1 to the Security Agreement (the "**Collateral**") in order to secure performance by the Borrower of its obligations under the Security Agreement.

WHEREAS, such obligations have been terminated or fulfilled.

WHEREAS, pursuant to one or more transactions subsequent to the filing of the Memorandum of Security Interest, Sunoco (R&M) acquired all right, title and interest in and to the Collateral.

WHEREAS, Sunoco (R&M) and the Secured Party now desire to terminate and cancel in full the Secured Party's security interest in and mortgage lien upon all right, title and interest of Sunoco (R&M) in and to the Collateral.

NOW THEREFORE, Sunoco (R&M) and the Secured Party are filing this Termination of Security Interest and fully releasing the Secured Party's security interest in the Collateral.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective authorized officers as of the date and year first above written

SUNOCO, INC (R&M)

By D. A. Sexton

Name: DAVID A SEXTON

Title VP - STRATEGY & PORTFOLIO

THE BANK OF TOKYO-MITSUBISHI

UFJ, LTD , successor by merger to The

Mitsubishi Bank, Limited

By _____

Name _____

Title _____

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective authorized officers as of the date and year first above written

SUNOCO, INC (R&M)

By: _____

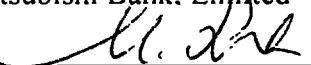
Name _____

Title _____

THE BANK OF TOKYO-MITSUBISHI

UFJ, LTD , successor by merger to The

Mitsubishi Bank, Limited

By 

Name Masao Suzuki

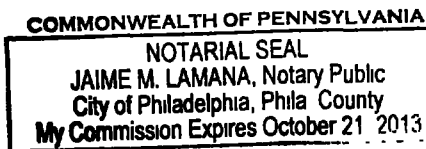
Title Managing Director

THE STATE OF Pennsylvania
 COUNTY OF Ph. ladelphia^{ss}

On this 10th day of October, 2011, before me personally appeared David A Sexton, to me personally known, who being by me duly sworn, says that (s)he is the Vice President of SUNOCO, INC (R&M), and that the foregoing instrument was signed on behalf of said corporation, and (s)he acknowledged that the execution of the said instrument was his free act and deed

Jaime M Lamana
 NOTARY PUBLIC

My Commission expires October 21, 2013



THE STATE OF _____)
)ss
 COUNTY OF _____)

On this _____ day of _____, 20____, before me personally appeared _____, to me personally known, who being by me duly sworn, says that (s)he is the _____ of THE BANK OF TOKYO-MITSUBISHI UFJ, LTD, and that the foregoing instrument was signed on behalf of said corporation, and (s)he acknowledged that the execution of the said instrument was his free act and deed

 NOTARY PUBLIC

My Commission expires _____

THE STATE OF _____)
)ss
COUNTY OF _____)

On this _____ day of _____, 20____, before me personally appeared _____, to me personally known, who being by me duly sworn, says that (s)he is the _____ of SUNOCO, INC (R&M). and that the foregoing instrument was signed on behalf of said corporation, and (s)he acknowledged that the execution of the said instrument was his free act and deed

NOTARY PUBLIC

My Commission expires _____

THE STATE OF NY)
)ss
COUNTY OF NY)

On this 11 day of October, 2011, before me personally appeared Masahiro Suzuki, to me personally known, who being by me duly sworn, says that (s)he is the Managing Director of THE BANK OF TOKYO-MITSUBISHI UFJ, LTD, and that the foregoing instrument was signed on behalf of said corporation, and (s)he acknowledged that the execution of the said instrument was his free act and deed

NOTARY PUBLIC

My Commission expires 11/01/2012

Marianna Bediner
Commissioner of Deeds, City of New York
No. 5-1823
Cert. Filed in New York County
Commission Expires 11/01/2012